

AN ORDINANCE

BY COUNCILMEMBERS IVORY YOUNG AND DEBI STARNES

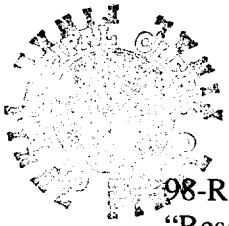
AS SUBSTITUTED AND AMENDED BY FINANCE/EXECUTIVE COMMITTEE

AN ORDINANCE, TO PROVIDE FOR THE ISSUANCE AND SALE OF TAX ALLOCATION VARIABLE RATE BONDS (WESTSIDE PROJECT), SERIES 2005, IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$40,000,000 (THE "SERIES 2005 BONDS"), TO PAY REDEVELOPMENT COSTS ASSOCIATED WITH THE PROJECTS IDENTIFIED ON SCHEDULE 1 HERETO (THE "2005 PROJECTS"); TO PAY REDEVELOPMENT COSTS ASSOCIATED WITH THE NEIGHBORHOOD PROJECTS (THE "NEIGHBORHOOD PROJECTS") IN ACCORDANCE WITH THE INITIAL RESOLUTION (AS DEFINED BELOW); TO ALLOCATE \$2,000,000 TO THE ATLANTA BOARD OF EDUCATION PURSUANT TO ITS AGREEMENT WITH THE CITY IN CONNECTION WITH WESTSIDE TAD FUNDING (THE "SCHOOL BOARD ALLOCATION"); TO AUTHORIZE PAYING EXPENSES INCIDENT TO ACCOMPLISHING THE FOREGOING; TO AUTHORIZE THE EXECUTION OF A SUPPLEMENTAL INDENTURE OF TRUST, AN AMENDED AND RESTATED LETTER OF CREDIT AND REIMBURSEMENT AGREEMENT, SUBSTANTIALLY SIMILAR DEVELOPMENT AGREEMENTS WITH THE OWNERS OF EACH 2005 PROJECT, A PURCHASE CONTRACT, AND A REMARKETING AGREEMENT, AND APPROVING THE USE AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT; AND FOR CERTAIN OTHER PURPOSES, ALL IN CONNECTION WITH THE ISSUANCE AND SALE OF THE FOREGOING DESCRIBED SERIES 2005 BONDS.

WHEREAS, the City of Atlanta, Georgia (the "City") is a municipal corporation of the State of Georgia and a "political subdivision" as defined in Chapter 44 of Title 36 of the Official Code of Georgia Annotated, as amended (the "Redevelopment Powers Law"); and

WHEREAS, the City is authorized pursuant to the Constitution of the State of Georgia and the various statutes of the State of Georgia, including specifically the Redevelopment Powers Law, to issue its tax allocation bonds in order to finance certain Redevelopment Costs, as defined in the Redevelopment Powers Law; and

WHEREAS, in order to encourage the development of an economically and socially depressed area in the City, the City Council by Resolution 98-R-0777, adopted on July 6, 1998, and approved by the Mayor on July 13, 1998 (the "Initial Resolution"), among other matters, (i) adopted the Westside Redevelopment Plan pursuant to the authority granted the City under the Constitution and the laws of the State of Georgia, including particularly the Redevelopment Powers Law (ii) created Tax Allocation District Number One As Amended Atlanta/Westside (the "Westside TAD") and (iii) authorized the pledge of certain positive ad valorem tax allocation increments derived from the Westside TAD for the payment or as security for the payment of tax allocation bonds; and



WHEREAS, the Initial Resolution was amended by the City Council by Resolution 98-R-1910, adopted on October 19, 1998, and approved by the Mayor on October 27, 1998 (the "Resolution Amendment," and, together with the Initial Resolution, the "City Resolution"); and

WHEREAS, the Board of Commissioners of Fulton County, Georgia (the "Board of Commissioners"), by resolution adopted on November 18, 1998, and the Board of Education of the City (the "Atlanta School Board"), by resolution adopted in November of 1998, consented to the inclusion of their respective shares of positive ad valorem tax increments derived from the Westside TAD as security for bonds issued within the Westside TAD, subject, with respect to the Atlanta School Board, to its receipt of ten percent (10%) of bond principal amount above \$15,000,000 or \$2,000,000, whichever is less, from any series of bonds issued for the Westside TAD; and

WHEREAS, the City has appointed the Atlanta Development Authority ("ADA") as the City's redevelopment agent pursuant to the Redevelopment Powers Law for the purpose of implementing the redevelopment initiatives set forth in the Westside Redevelopment Plan, and for other purposes; and


WHEREAS, pursuant to the Redevelopment Powers Law, the City is authorized to finance certain Redevelopment Costs, including without limitation, (i) clearing, grading and otherwise preparing property for redevelopment, (ii) environmental remediation of property, (iii) design, construction and installation of utilities such as water, sewer, storm drainage, electric, gas and telecommunications, (iv) design, construction and installation of streets, sidewalks, bikeways, curbs, gutters and other public works, (v) design and construction of parking facilities and (vi) any other facilities and improvements located in or otherwise related to the Westside TAD that are eligible to be financed or refinanced as Redevelopment Costs under the Redevelopment Powers Law; and

WHEREAS, the City has previously funded certain Redevelopment costs in the Westside TAD with proceeds of its Tax Allocation Variable Rate Bonds (Westside Project), Series 2001 (the "Series 2001 Bonds"); and

WHEREAS, as redevelopment agent, the ADA has identified and approved eight (8) additional projects or phases of projects listed on Schedule 1 hereto (the "2005 Projects") for financing with the proceeds of tax allocation bonds of the City; and

WHEREAS, it is proposed that the City finance certain Redevelopment Costs associated with the 2005 Projects through the issuance of Tax Allocation Variable Rate Bonds (Westside Project), Series 2005, in one or more sub series, in the aggregate principal amount of not to exceed \$40,000,000 (the "Series 2005 Bonds"); and

WHEREAS, the Initial Resolution provides that twenty percent (20%) of the Tax Allocation Bond proceeds derived from within the Downtown Area (defined as the area within the Tax Allocation District east of the Empowerment Zone) will go toward projects ("Neighborhood Projects") in the Empowerment Zone and west of the Empowerment Zone, all within the district; and



WHEREAS, the Series 2005 Bonds will be issued pursuant to the Indenture of Trust, dated December 1, 2001, between the City of Atlanta, Georgia and The Bank of New York, as trustee (the "Trustee") (the "Series 2001 Indenture") and a Supplemental Indenture of Trust between the City and Trustee (the "Series 2005 Indenture" and, together with the Series 2001 Indenture, the "Indenture"); and

WHEREAS, the Series 2005 Bonds will be secured by an Amended and Restated Letter of Credit and Reimbursement Agreement between the City and Wachovia Bank, National Association (the "Amended and Restated Letter of Credit and Reimbursement Agreement"); and

WHEREAS, it is proposed that the City sell the Series 2005 Bonds on a negotiated basis to A.G. Edwards & Sons, Inc., Siebert Brandford Shank & Co., LLC and Jackson Securities, LLC (collectively, the "Underwriters") pursuant to the terms of a Purchase Contract; and

WHEREAS, it is proposed that in order to market the Series 2005 Bonds while such bonds are in a variable rate mode of interest, the City should provide for the appointment of a remarketing agent pursuant to the terms of a remarketing agreement (the "Remarketing Agreement"); and

WHEREAS, it is proposed that in order to facilitate the purchase of the Series 2005 Bonds, the City should provide for the use and distribution by the Underwriters of a Preliminary Official Statement (the "Preliminary Official Statement") and a final Official Statement (the "Official Statement"); and

WHEREAS, in consideration of the City's issuance of the Series 2005 Bonds, separate but substantially identical Development Agreements will be executed by and among the City, ADA and the owner of each 2005 Project pursuant to which the parties thereto will assume certain responsibilities and obligations concerning redevelopment activities with respect to the related 2005 Project; and

WHEREAS, by resolution of the Board of the ADA on March 24, 2005, ADA recommended issuance of the Series 2005 Bonds by the City and authorized the execution and delivery of the Development Agreements.

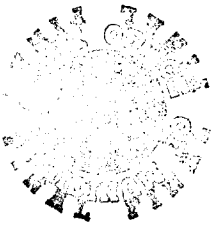
NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF ATLANTA, GEORGIA HEREBY ORDAINS as follows:

Section 1.01. Authority for Ordinance. This Ordinance is adopted pursuant to the provisions of the Constitution and the laws of the State of Georgia.

Section 1.02. Findings. It is hereby ascertained, determined and declared that:

(a) the financing of the Redevelopment Costs associated with (i) the 2005 Projects, (ii) the School Board Allocation and (iii) the Neighborhood Projects are each a lawful and valid undertaking pursuant to the Redevelopment Powers Law;

(b) the Series 2005 Bonds will constitute only limited obligations of the City and will be payable solely from the revenues to be assigned and pledged to the payment



thereof and will not constitute a debt or a general obligation or a pledge of the faith and credit of the State of Georgia or any political subdivision, county or independent board of education thereof, including the City, Fulton County, and the Atlanta School Board and will not directly or indirectly obligate such State or political subdivision, county or independent board of education thereof, including the City, Fulton County, and the Atlanta School Board, to levy or to pledge any form of taxation whatever for the payment thereof.

Section 1.03. Authorization of the Financing of the 2005 Projects. The financing of all or a portion of the Redevelopment Costs associated with 2005 Projects is hereby authorized.

Section 1.04. Authorization of Series 2005 Bonds. For the purpose of financing the Redevelopment Costs associated with the (i) 2005 Projects, (ii) the School Board Allocation and (iii) the Neighborhood Projects, the issuance of not to exceed \$40,000,000 in aggregate principal amount of tax allocation variable rate bonds of the City known as "Tax Allocation Variable Rate Bonds (Westside Project), Series 2005" is hereby authorized. The Series 2005 Bonds shall be dated, bear interest, be subject to redemption prior to maturity and be payable as set forth in the Series 2005 Indenture, provided that the Series 2005 Bonds shall mature not later than December 1, 2024, the interest rate on the Series 2005 Bonds shall not exceed 12.0% per annum and the maximum principal and interest due in any year shall not exceed \$10,000,000. The Series 2005 Bonds shall be issued as registered bonds without coupons in denominations authorized under the Series 2005 Indenture, which shall initially be in denominations of \$100,000 or any integral multiple of \$5,000 in excess thereof, with such rights of exchangeability and transfer of registration and shall be in the form and executed and authenticated in the manner provided in the Series 2005 Indenture. The term "Series 2005 Bonds" as used herein shall be deemed to mean and include the Series 2005 Bonds as initially issued and delivered and Series 2005 Bonds issued in exchange therefor or in exchange for Series 2005 Bonds previously issued.

Any Series 2005 Bonds hereafter issued in exchange or for transfer of registration for the Bonds initially issued and delivered pursuant to the Series 2005 Indenture shall be executed in accordance with the provisions of the Indenture and such execution by the Mayor and the Municipal Clerk, whether present or future, is hereby authorized. A certificate of validation shall be endorsed upon each of such Series 2005 Bonds hereafter issued, and the Clerk of the Superior Court of Fulton County, Georgia, is instructed to execute such certificate of validation upon the written request of the Trustee or the City, specifying that such Series 2005 Bonds are being issued in exchange or for transfer of registration for one of the Series 2005 Bonds issued and delivered to the initial purchaser or purchasers thereof or one of the Series 2005 Bonds previously issued in exchange thereof.

Section 1.05. Authorization of Series 2005 Indenture. In order to secure the payment of the principal of, redemption premium, if any, and interest on the Series 2005 Bonds herein authorized, and in order to secure the performance and observance of all the agreements and conditions in the Series 2005 Bonds, the execution, delivery and performance of the Series 2005 Indenture relating to the Series 2005 Bonds by and between the City and the Trustee are hereby authorized. The Series 2005 Indenture shall be in substantially the form attached hereto as Exhibit A, subject to such minor changes, insertions or omissions as may be approved by the



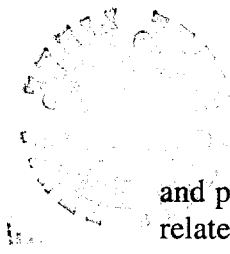
Mayor, and the execution of the Series 2005 Indenture by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

Section 1.06. Authorization of Amended and Restated Letter of Credit and Reimbursement Agreement. The execution, delivery and performance of the Amended and Restated Letter of Credit and Reimbursement Agreement by and between the City and Wachovia Bank, National Association, providing for the purchase of the Series 2005 Bonds while such bonds are in a mode of variable rate of interest, are hereby authorized. The Amended and Restated Letter of Credit and Reimbursement Agreement shall be in substantially the form attached hereto as Exhibit B, subject to minor changes, insertions or omissions as may be approved by the Mayor and the execution of the Amended and Restated Letter of Credit and Reimbursement Agreement by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval. Anything herein or in the Amended and Restated Letter of Credit or Reimbursement Agreement to the contrary notwithstanding, the Chief Financial Officer of the City is hereby authorized to execute the Amended and Restated Letter of Credit and Reimbursement Agreement in the event of the absence or incapacity of the Mayor.

Section 1.07. Authorization of Purchase Contract. The execution, delivery and performance of the Purchase Contract providing for the purchase of the Series 2005 Bonds, by and between the City, the Underwriters and the other parties thereto are hereby authorized. The Purchase Contract shall be in substantially the form attached hereto as Exhibit C, subject to minor changes, insertions or omissions as may be approved by the Mayor and the execution of the Purchase Contract by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval. Anything herein or in the Purchase Contract to the contrary notwithstanding, the Chief Financial Officer of the City is hereby authorized to execute the Purchase Contract in the event of the absence or incapacity of the Mayor.

Section 1.08. Authorization of Remarketing Agreement. The execution, delivery and performance of the Remarketing Agreement by and between the City and Wachovia Bank, National Association, providing for the appointment of Wachovia Bank, National Association as remarketing agent (the "Remarketing Agent") to remarket and sell the Series 2005 Bonds while such bonds are in a fixed interest rate, pursuant to the terms of the Remarketing Agreement, are hereby authorized. The Remarketing Agreement shall be in substantially the form attached hereto as Exhibit D, subject to such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of the Remarketing Agreement by the Mayor and Municipal Clerk as hereby authorized shall be conclusive proof of any such approval. Anything herein or in the Remarketing Agreement to the contrary. The Chief Financial Officer of the City is hereby permitted to execute the Remarketing Agreement in the event of absence or incapacity of the Mayor.

Section 1.09. Authorization of Official Statement. The use and distribution of the Preliminary Official Statement and a final Official Statement with respect to the Series 2005 Bonds are hereby authorized and approved, and said Preliminary Official Statement and said final Official Statement shall be in substantially the form attached hereto as Exhibit E, subject to such minor changes, insertions or omissions as may be approved by the Mayor. The execution of a final Official Statement by the Mayor as hereby authorized shall be conclusive evidence of any such approval.



Section 1.10. Execution of the Development Agreements. The execution, delivery and performance of each of the Development Agreements by and among the City, ADA and the related owner of a 2005 Project are hereby authorized; provided, however, that except with respect to the Neighborhood Projects, unless otherwise provided by Ordinance of the City, no owner of a 2005 Project shall apply for or be granted any waiver of park impact fees, transportation impact fees, public safety impact fees or any other impact fee with respect to such 2005 Project; and provided further that each Development Agreement shall contain language with respect to such prohibition. Each Development Agreement shall be in substantially the form as attached hereto as Exhibit F subject to such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of each Development Agreement by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

Section 1.11. Execution of Series 2005 Bonds. The Series 2005 Bonds shall be executed in the manner provided in the Indenture and the same shall be delivered to the Trustee for proper authentication and delivery to the Underwriters with instructions to that effect as provided in the Indenture.

Section 1.12. Validation of Series 2005 Bonds. The Mayor is hereby authorized and directed to immediately notify the District Attorney of the Atlanta Judicial Circuit of the action taken by the City, to request the District Attorney to institute a proceeding to confirm and validate the Series 2005 Bonds and to pass upon the security therefor, and the Mayor and the Municipal Clerk are further authorized to acknowledge service and make answer in such proceeding.

Section 1.13. Non-Arbitrage Certification. Any officer of the City is hereby authorized to execute one or more non-arbitrage certifications with respect to the Series 2005 Bonds or any series thereof in order to comply with Section 148 of the Code, and the applicable Treasury Regulations thereunder.

Section 1.14. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the Indenture, the Amended and Restated Letter of Credit and Reimbursement Agreement, the Purchase Contract, the Remarketing Agreement or any Development Agreement shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the City in his individual capacity, and no such officer, director, agent or employee shall be personally liable on the Series 2005 Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 1.15. General Authority. From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents and employees of the City are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the documents as authorized herein and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance of the Series 2005 Bonds and in conformity with the purposes and intents of this Ordinance.

The Mayor and the Municipal Clerk are hereby authorized and directed to prepare and furnish to the purchasers of the Series 2005 Bonds, when the Series 2005 Bonds are issued, certified copies of all the proceedings and records of the City relating to the Series 2005 Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Series 2005 Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the City as to the truth of all statements contained therein.

Section 1.16. Actions Approved and Confirmed. All acts and doings of the officers of the City which are in conformity with the purposes and intents of this Ordinance and in furtherance of the issuance of the Series 2005 Bonds and the execution, delivery and performance of the Series 2005 Indenture, the Amended and Restated Letter of Credit and Reimbursement Agreement, each Development Agreement, the Purchase Contract, the Remarketing Agreement and the approval of the Official Statement, shall be, and the same hereby are, in all respects approved and confirmed.

Section 1.17. Severability of Invalid Provision. If any one or more of the agreements or provisions herein contained shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the Series 2005 Bonds authorized hereunder.

Section 1.18. Repealing Clause. Except as provided in Section 1.10 hereof with respect to waiver of impact fees, all ordinances or parts thereof of the City in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

A true copy,

Rhonda Daughen Johnson
Municipal Clerk, CMC

ADOPTED as amended by Council
APPROVED by the Mayor

June 6, 2005
June 14, 2005

RCS# 6728
6/06/05
3:23 PM

Atlanta City Council

Regular Session

05-O-0896

ISSUANCE AND SALE OF TAX ALLOCATION
VARIABLE RATE BONDS WESTSIDE PROJECT
ADOPT SUB AMEND

YEAS: 11
NAYS: 0
ABSTENTIONS: 1
NOT VOTING: 3
EXCUSED: 0
ABSENT 1

Y Smith	Y Archibong	Y Moore	A Mitchell
Y Starnes	Y Fauver	NV Martin	NV Norwood
Y Young	Y Shook	Y Maddox	Y Willis
Y Winslow	Y Muller	B Sheperd	NV Borders

05-O-0896

#9

05-0-0896

(Do Not Write Above This Line)

AN ORDINANCE TO PROVIDE FOR THE ISSUANCE AND SALE OF TAX ALLOCATION VARIABLE RATE BONDS (WESTSIDE PROJECT), SERIES 2005, IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$[] (THE "SERIES 2005 BONDS"), TO PAY REDEVELOPMENT COSTS ASSOCIATED WITH THE PROJECTS IDENTIFIED ON SCHEDULE 1 HERETO (THE "2005 PROJECTS"); TO PAY REDEVELOPMENT COSTS ASSOCIATED WITH THE "NEIGHBORHOOD PROJECTS" IN ACCORDANCE WITH THE INITIAL RESOLUTION (AS DEFINED BELOW); TO AUTHORIZE PAYING THE FOREGOING, TO AUTHORIZE THE EXECUTION OF A SUPPLEMENTAL INDENTURE OF TRUST, A LETTER OF CREDIT AND REIMBURSEMENT AGREEMENT, SUBSTANTIALLY SIMILAR DEVELOPMENT AGREEMENTS WITH THE OWNERS OF EACH 2005 PROJECT, A PURCHASE CONTRACT, AND A REMARKETING AGREEMENT, AND APPROVING THE USE AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT; AND FOR CERTAIN OTHER PURPOSES, ALL IN CONNECTION WITH THE ISSUANCE AND SALE OF THE FOREGOING DESCRIBED SERIES 2005 BONDS.

Serena Sparks, Deputy City Attorney

- ☐ CONSENT REFER
- ☐ REGULAR REPORT REFER
- ☐ ADVERTISE & REFER
- ☐ 1st ADOPT 2nd READ & REFER
- ☒ PERSONAL PAPER REFER

Date Referred 5/16/05
Referred To: Finance / Executive
Date Referred
Referred To: ADOPTED BY
Date Referred JUN 06 2005
Referred To: Council

First Reading

Committee _____
Date _____
Chair _____
Referred To _____

Committee

Date

Chair

Action

Fav, Adv, Hold (see rev. side)
Other

Members

Refer To

Committee

Date

Chair

Action

Fav, Adv, Hold (see rev. side)
Other

Members

Refer To

Committee

Date

Chair

Action

Fav, Adv, Hold (see rev. side)
Other

Members

FINAL COUNCIL ACTION
☒ 2nd ☐ 1st & 2nd ☐ 3rd
Readings
☐ Consent ☐ V Vote ☒ RC Vote

CERTIFIED

JUN 06 2005

CERTIFIED
JUN 06 2005
Richard Thompson, Mayor
MUNICIPAL CLERK

MAYOR'S ACTION

Richard Thompson
MAYOR

LARGE ATTACHMENT:

DOCUMENT(S),

MANUAL(S)

OR

MAP(S)

NOT COPIED,

PULL ORIGINAL

FOR COPY OR TO VIEW